UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D
FORM D
NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
187
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (
C check if this is an amendment and name has changed, and indicate change.)

OMB A	PPROVAL	
OMB NUMBER:	3235-0076	
Expires:	May 31, 2005	
Estimated average burden		
hours per response	1.00	

	OFO LIGE ONLY	
	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
1	1	

APR 15 2003

Series B Convertible Preferred Stock			
Filing Under (Check box(es) that apply):  Type of Filing: ■ New Filing □ Amendmen	□ Rule 504 □ Rule 505 ■ Rule 50	6 □ Section 4(6) □ ULOE	
	A. BASIC IDENTIFICA	ATION DATA	
1. Enter the information requested about the is	suer		03055868
Name of Issuer (□ check if this is an amendme	nt and name has changed, and indicate chang	ge.)	
Endius Incorporated			
Address of Executive Offices (Number as	nd Street, City, State, Zip Code)	Telephone N	Number (Including Area Code)
23 West Bacon St., Plainville, MA 02762		508-643-098	83
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip	Code) Telephone N	Number (Including Area Code)
Brief Description of Business:			
Develop and market endoscopic spine fusion	n products and implants		PDACECCEA
Type of Business Organization			NOCLOSED
■ corporation	☐ limited partnership, already formed	i □ other (ple	ase specify):

#### GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

□ business trust

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

□ Estimated

☐ limited partnership, to be formed

Month Year

11

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



r
er
er
er
er
er
er
er .
er
er
er
er

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		
	Handle in the first of the first of the state of the stat	Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$	n/a
	•	Yes	No
3.	Does the offering permit joint ownership of a single unit?		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full	Name (Last name first, if individual)		
31 W	iness or Residence Address (Number and Street, City, State, Zip Code)  Vest 52 <sup>nd</sup> Street, New York, NY 10019  ne of Associated Broker or Dealer		
	tsche Bank Securities, Inc.		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ ()	MT]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ []	[IL]       [IN]       [IA]       [KS]       [KY]       [LA]       [ME]       [MD]       [MA]       [MI]       [MN]         [MT]       [NE]       [NV]       [NV]       [NV]       [NV]       [NV]       [NV]       [OH]       [OK]         [RI]       [SC]       [SD]       [TN]       [TX]       [UT]       [VT]       [VA]       [WA]       [WV]       [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		<del>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</del>
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [/ _ [] _ [/		_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Aiready Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>26,523,152.64</u>	\$ <u>26,326,406.54</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	· \$
	Total	\$26,523,152.64	\$ <u>26,326,406.54</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2. •	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	40	\$ <u>26,326,406.54</u>
	Non-accredited Investors	40.0	\$
	Total (for filings under Rule 504 only)	<del> </del>	\$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Ouestion 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		
	Total		\$
	10(a)		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	O	\$
	Printing and Engraving Costs		\$
	Legal Fees	•	\$ 200,000
	Accounting Fees		¢
			5
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	•	\$ <u>1,080,000</u>
	Other Expenses (identify)		\$
	Total	•	\$ <u>1,280,000</u>

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXP	ENSES AN	ND USE OF PROCEEDS		
	b. Enter the difference between the aggregate offering price given in response to Part C – C and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	7		<b>\$</b> .	25,243,152.64
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an est and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	imate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		\$		\$
	Purchase of real estate		\$		\$
	Purchase, rental or leasing and installation of machinery and equipment		\$		\$
	Construction or leasing of plant buildings and facilities		\$		\$
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a	_	\$	_	Ф
	merger)  Repayment of indebtedness		\$	_	p
			\$		D
	Working capital, growth, modernization and expansion				\$ <u>25,243,152.64</u>
	Other (specify):		\$		\$
			\$		\$
	Column Totals		\$ <u>0_</u> _	•	\$ 25,243,152.64
	Total Payments Listed (column totals added)		■ \$ <u>_25</u>	5,243,152.0	<u>64</u>
	D. FEDERAL SIGNATU	RE			
an	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. I undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon what accredited investor pursuant to paragraph (b)(2) of Rule 502.				
	uer (Print or Type)  dius Incorporated		Date April 7 , 200	03	
Na	me of Signer (Print or Type)  Title of Signer (Print or Type)				
	Brian Lespevance CFO				

	E. STATE S	IGNATURE		
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to provisions of such rule?		Yes	No
	See Appendix, Column 5, for state response. NOT APPL	ICABLE		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator such times as required by state law.	of any state in which this notice is filed, a	notice on Form	D (17 CFR 239.500) at
	NOT APPLI	CABLE		
3.	The undersigned issuer hereby undertakes to the state administrators, upon wri	tten request, information furnished by the	issuer to offerees	5.
	NOT APPLI	CABLE		
4.	The undersigned issuer represents that the issuer is familiar with the conditions (ULOE) of the state in which this notice is filed and understands that the issuer conditions have been satisfied.			
	NOT APPLI	CABLE		
The	s issuer has read this notification and knows the contents to be true and has duly coon.	raused this notice to be signed on its behalf	f by the undersig	ned duly authorized
Issu	ier (Print or Type)	Signature	Date	
En	dius Incorporated	Aven I June	April 7	, 2003
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
	Brian Lesperance	CFO		

#### Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

l	Intend non-ac investor	2 to sell to ecredited is in State 3-Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	ice C- purchased in State State ULOE (if yes, attach explanation of waiver granted (Part E. Item 1)			Type of investor and amount D purchased in State S (Part C-Item 2)			OE (if yes,
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA										
СО										
СТ										
DE										
DC										
FL		;								
GA										
НІ										
ID										
ſL										
ΙΝ										
IA										
KS										
KY							<del> </del>			
LA										
ME										
MD										
MA										
MI										
MN										
MS										
МО										
MT										

## APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E- Item 1)	
NE								
NV								
NH								
NJ								
NM								
NY								
NC								
ND								
ОН								
ОК								
OR								
PA								
RI								
SC								
SD								
TN								
TX								
UT								
VT								
VA								
WA								
wv								
WI								
WY								
PR								

# A. BASIC IDENTIFICATION DATA

Each executive officer and dire     Each general and managing par	the issuer has been the power to vote ctor of corporate ther of partnersh	or dispose, or direct the issuers and of corporate ip issuers.	vote or disposition of, 10 general and managing pa	rtners of partners	
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Aust, Jr., Gilbert M.					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
	·		•		
927 Franklin Street, 4th floor, Huntsville					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Capstone Ventures SBIC, L.P.					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
300 Sand Hill Road, Menlo Park, CA 94 Check Box(es) that Apply:			- D	- D'	
	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Hickory Venture Capital Corporation					
Business or Residence Address	(Number and St	reet, City, State, Zip Co	ie)		
201 Washington Comma N.W. Cuita 201	FTtandilla A.T.	25001			
301 Washington Street, N.W., Suite 301 Check Box(es) that Apply:			5 F	T Diseases	Consolination Managine Dates
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
run wane (Last name mst, n murvidua)					
Morgan Stanley Dean Witter Venture I					
Business or Residence Address	(Number and St	reet, City, State, Zip Coo	de)		
3000 Sand Hill Road, Menlo Park, CA	14025				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L Florilotei	Belleticiai Owliei	D Executive Officer	- Director	Octional and/or Managing Parties
t an i tame (Bast name mst, it morridan)					
Polaris Venture Partners, L.P.		<u>.</u>			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)		
1000 Winter St., Waltham, MA 02451					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					56
•					
Taylor, Timothy		G: 0: 7: 0			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
4780 Sandpiper Lane, Hoover, AL 352	44	ي		•	
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		,			
The Venture Capital Fund of New Engli Business or Residence Address		Street, City, State, Zip Co	oda)		
Busiless of Residence Address	(INUITIDEL ALIG	Street, City, State, Zip Ci	oue)		
30 Washington Street, Wellesley, MA	2481				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Califfra Dist. V					
Schiller, Pieter J.  Business or Residence Address	Number and	Street, City, State, Zip C	nde)		
Dustiness of Residence Address	(1 variable) and a	Jacob, Ony, State, Zip C	oue)		
c/o Endius Incorporated, 23 West Baco	n St., Plainville,	MA 02762			

		A. BASIC IDENT	TIFICATION DATA		
<ul> <li>Enter the information requested for</li> <li>Each promoter of the issuer,</li> <li>Each beneficial owner having</li> <li>Each executive officer and di</li> <li>Each general and managing p</li> </ul>	if the issuer has b g the power to vo rector of corpora	e or dispose, or direct the te issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply: Full Name (Last name first, if individual	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partn
Stonbone Stoven					
Stephens, Steven Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
of F. F. Alexander and L. 22 West D					
c/o Endius Incorporated, 23 West Bac Check Box(es) that Apply:	on St., Plainville  ☐ Promoter	Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partn
Full Name (Last name first, if individual		Deficite at Owner	Executive Officer	LI Director	Octional and/or (vialinging rath)
	•				
Dipoto, Gene Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)	<del></del>	
	•		(40)		
c/o Endius Incorporated, 23 West Bac Check Box(es) that Apply:			- 5	_ D:	-0 1 " 1 5
Full Name (Last name first, if individual	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partn
i di i vame (Last name mst, ii moividas	1)				
McAuliffe, J. Christopher Business or Residence Address	011	Street, City, State, Zip Coo	±.V		
Business of Residence Address	(Number and	Street, City, State, Zip Coo	de)		
c/o Endius Incorporated, 23 West Bac	on St., Plainville	, MA 02762			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partn
Full Name (Last name first, if individual	1)				
Sentron Medical, Inc.					
Business or Residence Address	(Number and	Street, City, State, Zip Co.	de)		•
c/o Sentron Medical Ventures, 4445 L	ake Forest Driv	e, Suite 600, Cincinnati,	ОН 45242		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partn
Full Name (Last name first, if individua	l)				
Business or Residence Address	Olivert	Steed City State 7:- C	- 1-\		
	(Number and	Street, City, State, Zip Co	oue)		
Dusiness of Residence Address					
	<del></del>				
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partn
Check Box(es) that Apply:		□ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partn
Check Box(es) that Apply: Full Name (Last name first, if individual	1)			□ Director	☐ General and/or Managing Partn
Check Box(es) that Apply: Full Name (Last name first, if individual	1)	☐ Beneficial Owner  Street, City, State, Zip Co		□ Director	☐ General and/or Managing Partn
Check Box(es) that Apply: Full Name (Last name first, if individual Business or Residence Address	1)	Street, City, State, Zip Co		□ Director	□ General and/or Managing Partn
Check Box(es) that Apply: Full Name (Last name first, if individual Business or Residence Address Check Box(es) that Apply:	(Number and			□ Director	
Check Box(es) that Apply: Full Name (Last name first, if individual Business or Residence Address Check Box(es) that Apply:	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply: Full Name (Last name first, if individual Business or Residence Address  Check Box(es) that Apply: Full Name (Last name first, if individual	(Number and	Street, City, State, Zip Co	ode)  □ Executive Officer		
Check Box(es) that Apply: Full Name (Last name first, if individual Business or Residence Address  Check Box(es) that Apply: Full Name (Last name first, if individual	(Number and	Street, City, State, Zip Co	ode)  □ Executive Officer		
Check Box(es) that Apply: Full Name (Last name first, if individual Business or Residence Address  Check Box(es) that Apply: Full Name (Last name first, if individual	(Number and	Street, City, State, Zip Co	ode)  □ Executive Officer  ode)		
Check Box(es) that Apply: Full Name (Last name first, if individual Business or Residence Address	(Number and Promoter i) (Number and	Street, City, State, Zip Co	ode)  □ Executive Officer		☐ General and/or Managing Partn

. .